

FCC 490

## FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB  
3060-0319  
Est. Avg. Burden Hours  
Per Response: 3 Hrs.FCC Use Only  
(File Number)Application for Assignment of Authorization  
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services  
Rural Radiotelephone Service

FCC Use Only

## FILING FEE

| (a) Fee Type Code           | (b) Fee Multiple | (c) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FCC Use Only |
|-----------------------------|------------------|--------------------------------------|----------------------|--------------|
| See Associated FCC Form 159 |                  |                                      | \$                   |              |

## ASSIGNOR OR TRANSFEROR

|   |  |   |                        |
|---|--|---|------------------------|
| T1. Name of Assignor or Transferor<br><b>Existing Shareholders of Arch Communications Group, Inc.</b> |  | T2. Voice Telephone Number<br>(508) 870-6700  |                        |
| T3. Assumed Name Used for Doing Business (if any)   |  | T4. Fax Telephone Number<br>(508) 898-1953    |                        |
| T5. Mailing Street Address or P.O. Box<br>1800 West Park Drive, Suite 250                             |  |   |                        |
| T6. City<br>Westborough   |  | T7. State<br>MA                               | T8. Zip Code<br>01581  |
| T9. Name of Contact Representative (if other than Assignor or Transferor)<br>Kathryn Zachem, Esq.     |  | T10. Voice Telephone Number<br>(202) 783-4141 |                        |
| T11. Firm or Company Name<br>Wilkinson, Barker, Knauer & Quinn, LLP                                   |  | T12. Fax Telephone Number<br>(202) 783-5851   |                        |
| T13. Mailing Street Address or P.O. Box<br>2300 N Street, N.W., Suite 700                             |  |   |                        |
| T14. City<br>Washington   |  | T15. State<br>DC                              | T16. Zip Code<br>20037 |

## TYPE OF TRANSACTION

|   |  |  |
|---|--|--|
| T17. This application requests ( T )  | <u>Assignment of authorization</u>   | Consent to <u>T</u> ransfer of Control of Licensee |
| T18. How will assignment or transfer of control be accomplished? ( O* )   | <u>Sale or other transfer or assignment of stock</u><br>* See Section II.C | <u>Other</u>                                       |
| T19. This assignment of authorization or transfer of control of licensee is ( V )   | <u>Voluntary</u>   | <u>Involuntary</u>                                 |
| T20. Will this be a <u>pro forma</u> assignment or transfer of control? ( N )   | <u>Yes</u>   | <u>No</u>  |
| T21. Is local or state authorization required for this assignment or transfer of control? ( ** ) <u>Yes</u> <u>No</u><br>** Applicant will obtain all requisite state/local approvals |  |  |

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED**

[illegible]

### ASSIGNMENT OF STOCK

| Stock                         | Number of Shares      | Classification        |
|-------------------------------|-----------------------|-----------------------|
| Shares to be transferred      | T27. See Section II.C | T28. See Section II.C |
| Shares issued and outstanding | T29. See Section II.C | T30. See Section II.C |
| Shares authorized             | T31. See Section II.C | T32. See Section II.C |

### ASSIGNEE OR TRANSFEREE

|   |  |   |                        |
|---|--|---|------------------------|
| T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D<br>New Shareholders of Arch Communications Group, Inc. |  | T34. Voice Telephone Number<br>(508) 898-0962 |                        |
| T35. Assumed Name Used for Doing Business (if any)<br>1800 West Park Drive, Suite 250   |  | T36. Fax Telephone Number<br>(508) 898-1953   |                        |
| T37. Mailing Street Address or P.O. Box   |  |   |                        |
| T38. City<br>Westborough  |  | T39. State<br>MA                              | T40. Zip Code<br>01581 |

### NEW LICENSEE INFORMATION

|  |  |   |                        |
|--|--|---|------------------------|
| T41. Legal Name of Licensee<br>Nationwide 929.8875 LLC                     |  | T42. Voice Telephone Number<br>(508) 870-6700 |                        |
| T43. Assumed Name Used for Doing Business (if any)                         |  | T44. Fax Telephone Number<br>(508) 870-2760   |                        |
| T45. Mailing Street Address or P.O. Box<br>1800 West Park Drive, Suite 250 |  |   |                        |
| T46. City<br>Westborough   |  | T47. State<br>MA                              | T48. Zip Code<br>01581 |
| T49. Taxpayer Identification Number  |  | T50. Internet or e-mail address               |                        |

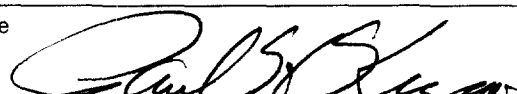
### ALIEN OWNERSHIP

|   |       |     |    |
|---|-------|-----|----|
| T51. Is the assignee or transferee a foreign government or the representative of any foreign government?  | ( N ) | Yes | No |
| T52. Is the assignee or transferee an alien or the representative of an alien?  | ( N ) | Yes | No |
| T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?  | ( N ) | Yes | No |
| T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?   | ( N ) | Yes | No |
| T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?<br>• If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control. | ( N ) | Yes | No |


## BASIC QUALIFICATIONS

|  |       |            |           |
|--|-------|------------|-----------|
| T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?  | ( N ) | <u>Yes</u> | <u>No</u> |
| See Section II.B   |       |            |           |
| T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?   | ( N ) | <u>Yes</u> | <u>No</u> |
| T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | ( N ) | <u>Yes</u> | <u>No</u> |
| T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?   | ( N ) | <u>Yes</u> | <u>No</u> |

## ASSIGNOR OR TRANSFEROR CERTIFICATION

|  |  |  |
|--|--|--|
| <p><b>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</b></p> |  |  |
| T60. Typed Name of Person Signing<br><br>Paul H. Kuzia   | T61. Title<br>Executive Vice President,<br>Technology and Regulatory Affairs |  |
| T62. Signature<br>   | T63. Date<br>AUG 26 1998   |  |

## ASSIGNEE OR TRANSFeree CERTIFICATION

|  |  |  |  |
|--|--|--|--|
| <p><b>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</b></p> |  |  |  |
| T64. The assignee or transferee is a (an)  | ( C )  | <input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation |  |
| T65. Typed Name of Person Signing<br><br>Paul H. Kuzia   | T66. Title<br>Executive Vice President,<br>Technology and Regulatory Affairs |  |  |
| T67. Signature<br>   | T68. Date<br>AUG 26 1998   |  |  |
| <p><b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b></p>  |  |  |  |

# NATIONWIDE 929.8875 LLC<sup>1</sup>

In response to Items T22 - T26, Nationwide 929.8875 LLC submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Private Carrier Paging Service (GS). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

| <i>CALL<br/>SIGN</i> | <i>RADIO SERVICE</i>           | <i>CODE</i> | <i>PART</i> |
|----------------------|--------------------------------|-------------|-------------|
| KNNF609              | Private Carrier Paging Service | GS          | 90          |
| KNNF619              | Private Carrier Paging Service | GS          | 90          |
| KNNG484              | Private Carrier Paging Service | GS          | 90          |
| KNNH582              | Private Carrier Paging Service | GS          | 90          |
| KNNI619              | Private Carrier Paging Service | GS          | 90          |
| KNNJ201              | Private Carrier Paging Service | GS          | 90          |
| KNNJ263              | Private Carrier Paging Service | GS          | 90          |
| KNNK508              | Private Carrier Paging Service | GS          | 90          |
| KNNK913              | Private Carrier Paging Service | GS          | 90          |
| KNNP783              | Private Carrier Paging Service | GS          | 90          |
| KNNP839              | Private Carrier Paging Service | GS          | 90          |
| KNNP923              | Private Carrier Paging Service | GS          | 90          |
| KNNQ578              | Private Carrier Paging Service | GS          | 90          |
| WNYQ318              | Private Carrier Paging Service | GS          | 90          |
| WNYS470              | Private Carrier Paging Service | GS          | 90          |
| WNZE577              | Private Carrier Paging Service | GS          | 90          |
| WPDV786              | Private Carrier Paging Service | GS          | 90          |
| WPF872               | Private Carrier Paging Service | GS          | 90          |
| WPF1526              | Private Carrier Paging Service | GS          | 90          |
| WPF1530              | Private Carrier Paging Service | GS          | 90          |
| WPF1537              | Private Carrier Paging Service | GS          | 90          |
| WPF1539              | Private Carrier Paging Service | GS          | 90          |
| WPF1542              | Private Carrier Paging Service | GS          | 90          |

<sup>1</sup> Arch Communications Group, Inc., through five of its indirect subsidiaries, holds a 50% interest in this Licensee. These five entities, and their individual percentage ownership interest in the Licensee, are as follows: (1) Arch Capitol District, Inc. holds a 4.3% interest; (2) Arch Communications Services, Inc. holds a 24.3% interest; (3) Arch Connecticut Valley, Inc. holds a 5.1% interest; (4) Arch Michigan, Inc. holds a 14.4% interest; and (5) Arch Southeast Communications, Inc. holds a 1.9% interest. Information regarding each of these FCC licensee entities is provided in the FCC Form 430 Ownership Report at Section VII.D. Current ownership information regarding the entities holding the other 50% of the Licensee is set forth in the Form 430 Ownership Report filed on behalf of the Licensee on July 29, 1998 in connection with a *pro forma* Notification of corporate reorganization.

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| <i><b>CALL<br/>SIGN</b></i> | <i><b>RADIO SERVICE</b></i>    | <i><b>CODE</b></i> | <i><b>PART</b></i> |
|-----------------------------|--------------------------------|--------------------|--------------------|
| WPF1543                     | Private Carrier Paging Service | GS                 | 90                 |
| WPF1546                     | Private Carrier Paging Service | GS                 | 90                 |
| WPF1555                     | Private Carrier Paging Service | GS                 | 90                 |
| WPF1562                     | Private Carrier Paging Service | GS                 | 90                 |
| WPF1570                     | Private Carrier Paging Service | GS                 | 90                 |
| WPF1578                     | Private Carrier Paging Service | GS                 | 90                 |
| WPF1582                     | Private Carrier Paging Service | GS                 | 90                 |
| WPF1594                     | Private Carrier Paging Service | GS                 | 90                 |
| WPF1689                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFJ965                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFJ978                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFK308                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFK312                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFK316                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFK320                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFM681                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFN561                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFN565                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFQ546                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFQ727                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFQ788                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFZ871                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGD558                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGD566                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGF230                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGF231                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGH940                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGH944                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGJ701                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGJ704                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGM647                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGM664                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGM700                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGM701                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGN602                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGN611                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGP622                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGR633                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGR653                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGR660                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGR661                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGV493                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGV497                     | Private Carrier Paging Service | GS                 | 90                 |

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| <i><b>CALL<br/>SIGN</b></i> | <i><b>RADIO SERVICE</b></i>    | <i><b>CODE</b></i> | <i><b>PART</b></i> |
|-----------------------------|--------------------------------|--------------------|--------------------|
| WPGV505                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGV509                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGV541                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGV545                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHA390                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHA772                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHA935                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHC478                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHC528                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHC603                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHD798                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHD799                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHD807                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHD808                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF316                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF333                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF348                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF453                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF454                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF455                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF458                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF565                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF574                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF576                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHG435                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHG476                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHG724                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHG726                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHG728                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHG731                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHG831                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHG853                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHI419                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHI478                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHI514                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHJ455                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHK299                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHK802                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHM852                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHM860                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHP887                     | Private Carrier Paging Service | GS                 | 90                 |

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|----------------------|--------------------------------|-------------|-------------|
| WPHP946              | Private Carrier Paging Service | GS          | 90          |
| WPHT875              | Private Carrier Paging Service | GS          | 90          |
| WPHT962              | Private Carrier Paging Service | GS          | 90          |
| WPHU624              | Private Carrier Paging Service | GS          | 90          |
| WPHV797              | Private Carrier Paging Service | GS          | 90          |
| WPHW368              | Private Carrier Paging Service | GS          | 90          |
| WPHW451              | Private Carrier Paging Service | GS          | 90          |
| WPHX464              | Private Carrier Paging Service | GS          | 90          |
| WPHX540              | Private Carrier Paging Service | GS          | 90          |
| WPHX548              | Private Carrier Paging Service | GS          | 90          |
| WPHX613              | Private Carrier Paging Service | GS          | 90          |
| WPHY455              | Private Carrier Paging Service | GS          | 90          |
| WPHY457              | Private Carrier Paging Service | GS          | 90          |
| WPHY827              | Private Carrier Paging Service | GS          | 90          |
| WPHY957              | Private Carrier Paging Service | GS          | 90          |
| WPHY970              | Private Carrier Paging Service | GS          | 90          |
| WPHY971              | Private Carrier Paging Service | GS          | 90          |
| WPHZ288              | Private Carrier Paging Service | GS          | 90          |
| WPHZ318              | Private Carrier Paging Service | GS          | 90          |
| WPIA729              | Private Carrier Paging Service | GS          | 90          |
| WPIA842              | Private Carrier Paging Service | GS          | 90          |
| WPIC412              | Private Carrier Paging Service | GS          | 90          |
| WPIC442              | Private Carrier Paging Service | GS          | 90          |
| WPIC934              | Private Carrier Paging Service | GS          | 90          |
| WPID246              | Private Carrier Paging Service | GS          | 90          |
| WPID247              | Private Carrier Paging Service | GS          | 90          |
| WPID251              | Private Carrier Paging Service | GS          | 90          |
| WPID271              | Private Carrier Paging Service | GS          | 90          |
| WPID275              | Private Carrier Paging Service | GS          | 90          |
| WPID482              | Private Carrier Paging Service | GS          | 90          |
| WPID495              | Private Carrier Paging Service | GS          | 90          |
| WPID517              | Private Carrier Paging Service | GS          | 90          |
| WPID807              | Private Carrier Paging Service | GS          | 90          |
| WPIF443              | Private Carrier Paging Service | GS          | 90          |
| WPIF720              | Private Carrier Paging Service | GS          | 90          |
| WPIG304              | Private Carrier Paging Service | GS          | 90          |
| WPIH429              | Private Carrier Paging Service | GS          | 90          |
| WPIH533              | Private Carrier Paging Service | GS          | 90          |
| WPIH632              | Private Carrier Paging Service | GS          | 90          |
| WPII890              | Private Carrier Paging Service | GS          | 90          |
| WPIJ423              | Private Carrier Paging Service | GS          | 90          |
| WPIJ424              | Private Carrier Paging Service | GS          | 90          |



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|-----------------------------|--------------------------------|--------------------|--------------------|
| WPIM580                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIM581                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIM584                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIN294                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIP799                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIR464                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIR936                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIS777                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJT449                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJT735                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIU674                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIU780                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIW584                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIX234                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIY446                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIY971                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIZ944                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIZ945                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIZ946                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJI784                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJI791                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJI817                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJI819                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJI834                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJI852                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJI861                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJI906                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJI908                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJI936                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJI965                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ222                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ235                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ272                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ297                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ316                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ332                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ340                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ352                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ369                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ373                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ420                     | Private Carrier Paging Service | GS                 | 90                 |

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| <i><b>CALL<br/>SIGN</b></i> | <i><b>RADIO SERVICE</b></i>    | <i><b>CODE</b></i> | <i><b>PART</b></i> |
|-----------------------------|--------------------------------|--------------------|--------------------|
| WPJJ444                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ449                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ475                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ715                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ765                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ769                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ819                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ824                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ854                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ878                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ913                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ924                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ925                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ948                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJK300                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJK377                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJK387                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJK422                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJK700                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJK775                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJL536                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJL640                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJL643                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJQ263                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJQ315                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJQ387                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJQ391                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJQ392                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJR981                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJS623                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJW370                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJW529                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJY206                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJY690                     | Private Carrier Paging Service | GS                 | 90                 |
| WPKI693                     | Private Carrier Paging Service | GS                 | 90                 |
| WPKJ202                     | Private Carrier Paging Service | GS                 | 90                 |
| WPKJ212                     | Private Carrier Paging Service | GS                 | 90                 |
| WPKJ214                     | Private Carrier Paging Service | GS                 | 90                 |
| WPKJ217                     | Private Carrier Paging Service | GS                 | 90                 |
| WPKJ540                     | Private Carrier Paging Service | GS                 | 90                 |
| WPKJ541                     | Private Carrier Paging Service | GS                 | 90                 |

**FCC FORM 490**  
**EXHIBIT 1**  
**PAGE 7 OF 7**

| <i>CALL<br/>SIGN</i> | <i>RADIO SERVICE</i>           | <i>CODE</i> | <i>PART</i> |
|----------------------|--------------------------------|-------------|-------------|
| WPKK290              | Private Carrier Paging Service | GS          | 90          |
| WPKK295              | Private Carrier Paging Service | GS          | 90          |
| WPKK297              | Private Carrier Paging Service | GS          | 90          |
| WPKK306              | Private Carrier Paging Service | GS          | 90          |
| WPKK313              | Private Carrier Paging Service | GS          | 90          |
| WPKK361              | Private Carrier Paging Service | GS          | 90          |
| WPKK571              | Private Carrier Paging Service | GS          | 90          |
| WPKK631              | Private Carrier Paging Service | GS          | 90          |
| WPKK798              | Private Carrier Paging Service | GS          | 90          |
| WPKM391              | Private Carrier Paging Service | GS          | 90          |
| WPKM395              | Private Carrier Paging Service | GS          | 90          |
| WPKQ428              | Private Carrier Paging Service | GS          | 90          |
| WPKQ434              | Private Carrier Paging Service | GS          | 90          |
| WPLQ265              | Private Carrier Paging Service | GS          | 90          |

FCC 490

## FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB  
3060-0319  
Est. Avg. Burden Hours  
Per Response: 3 Hrs.FCC Use Only  
(File Number)Application for Assignment of Authorization  
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services  
Rural Radiotelephone Service

FCC Use Only

## FILING FEE

| (a) Fee Type Code           | (b) Fee Multiple | (c) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FCC Use Only |
|-----------------------------|------------------|--------------------------------------|----------------------|--------------|
| See Associated FCC Form 159 |                  |                                      | \$                   |              |

## ASSIGNOR OR TRANSFEROR

|   |  |   |                        |
|---|--|---|------------------------|
| T1. Name of Assignor or Transferor<br><b>Existing Shareholders of Arch Communications Group, Inc.</b> |  | T2. Voice Telephone Number<br>(508) 870-6700  |                        |
| T3. Assumed Name Used for Doing Business (if any)   |  | T4. Fax Telephone Number<br>(508) 898-1953    |                        |
| T5. Mailing Street Address or P.O. Box<br>1800 West Park Drive, Suite 250                             |  |   |                        |
| T6. City<br>Westborough   |  | T7. State<br>MA                               | T8. Zip Code<br>01581  |
| T9. Name of Contact Representative (if other than Assignor or Transferor)<br>Kathryn Zachem, Esq.     |  | T10. Voice Telephone Number<br>(202) 783-4141 |                        |
| T11. Firm or Company Name<br>Wilkinson, Barker, Knauer & Quinn, LLP                                   |  | T12. Fax Telephone Number<br>(202) 783-5851   |                        |
| T13. Mailing Street Address or P.O. Box<br>2300 N Street, N.W., Suite 700                             |  |   |                        |
| T14. City<br>Washington   |  | T15. State<br>DC                              | T16. Zip Code<br>20037 |

## TYPE OF TRANSACTION

|   |  |   |
|---|--|---|
| T17. This application requests ( T )  | <u>Assignment of authorization</u>   | Consent to <u>Transfer of Control of Licensee</u> |
| T18. How will assignment or transfer of control be accomplished? ( O* )   | <u>Sale or other transfer or assignment of stock</u><br>* See Section 11.C | <u>Other</u>                                      |
| T19. This assignment of authorization or transfer of control of licensee is ( V )   | <u>Voluntary</u>   | <u>Involuntary</u>                                |
| T20. Will this be a <u>pro forma</u> assignment or transfer of control? ( N )   | <u>Yes</u>   | <u>No</u>   |
| T21. Is local or state authorization required for this assignment or transfer of control? ( ** ) <u>Yes</u> <u>No</u><br>** Applicant will obtain all requisite state/local approvals |  |   |

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED**

[illegible]

## ASSIGNMENT OF STOCK

| Stock                         | Number of Shares      | Classification        |
|-------------------------------|-----------------------|-----------------------|
| Shares to be transferred      | T27. See Section II.C | T28. See Section II.C |
| Shares issued and outstanding | T29. See Section II.C | T30. See Section II.C |
| Shares authorized             | T31. See Section II.C | T32. See Section II.C |

## ASSIGNEE OR TRANSFEREE

|   |  |   |                        |
|---|--|---|------------------------|
| T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D<br>New Shareholders of Arch Communications Group, Inc. |  | T34. Voice Telephone Number<br>(508) 898-0962 |                        |
| T35. Assumed Name Used for Doing Business (if any)<br>1800 West Park Drive, Suite 250   |  | T36. Fax Telephone Number<br>(508) 898-1953   |                        |
| T37. Mailing Street Address or P.O. Box   |  |   |                        |
| T38. City<br>Westborough  |  | T39. State<br>MA                              | T40. Zip Code<br>01581 |

## NEW LICENSEE INFORMATION

|  |  |   |                        |
|--|--|---|------------------------|
| T41. Legal Name of Licensee<br>Arch Michigan, Inc.                         |  | T42. Voice Telephone Number<br>(508) 870-6700 |                        |
| T43. Assumed Name Used for Doing Business (if any)                         |  | T44. Fax Telephone Number<br>(508) 870-2760   |                        |
| T45. Mailing Street Address or P.O. Box<br>1800 West Park Drive, Suite 250 |  |   |                        |
| T46. City<br>Westborough   |  | T47. State<br>MA                              | T48. Zip Code<br>01581 |
| T49. Taxpayer Identification Number<br>04-3040632                          |  | T50. Internet or e-mail address               |                        |


## ALIEN OWNERSHIP

|   |       |            |           |
|---|-------|------------|-----------|
| T51. Is the assignee or transferee a foreign government or the representative of any foreign government?  | ( N ) | <u>Yes</u> | <u>No</u> |
| T52. Is the assignee or transferee an alien or the representative of an alien?  | ( N ) | <u>Yes</u> | <u>No</u> |
| T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?  | ( N ) | <u>Yes</u> | <u>No</u> |
| T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?   | ( N ) | <u>Yes</u> | <u>No</u> |
| T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?<br>• If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control. | ( N ) | <u>Yes</u> | <u>No</u> |


## BASIC QUALIFICATIONS

|  |       |            |           |
|--|-------|------------|-----------|
| T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?  | ( N ) | <u>Yes</u> | <u>No</u> |
| See Section II.B   |       |            |           |
| T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?   | ( N ) | <u>Yes</u> | <u>No</u> |
| T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | ( N ) | <u>Yes</u> | <u>No</u> |
| T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?   | ( N ) | <u>Yes</u> | <u>No</u> |

## ASSIGNOR OR TRANSFEROR CERTIFICATION

|   |  |
|---|--|
| <b>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</b> |  |
| T60. Typed Name of Person Signing<br>Paul H. Kuzia  | T61. Title<br>Executive Vice President,<br>Technology and Regulatory Affairs |
| T62. Signature<br>  | T63. Date<br>AUG 26 1998   |

## ASSIGNEE OR TRANSFeree CERTIFICATION

|   |  |
|---|--|
| <b>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</b> |  |
| T64. The assignee or transferee is a (an) ( C ) Individual <u>Unincorporated Association</u> Partnership <u>Corporation</u>   |  |
| T65. Typed Name of Person Signing<br>Paul H. Kuzia  | T66. Title<br>Executive Vice President,<br>Technology and Regulatory Affairs |
| T67. Signature<br>   | T68. Date<br>AUG 26 1998   |
| <b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>  |  |

**ARCH MICHIGAN, INC.**

In response to Items T22 - T26, Arch Michigan, Inc. submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Private Carrier Paging Service (GS). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

| <i><b>CALL<br/>SIGN</b></i> | <i><b>RADIO SERVICE</b></i>    | <i><b>CODE</b></i> | <i><b>PART</b></i> |
|-----------------------------|--------------------------------|--------------------|--------------------|
| WPEI810                     | Private Carrier Paging Service | GS                 | 90                 |
| WPEI812                     | Private Carrier Paging Service | GS                 | 90                 |
| WPF269                      | Private Carrier Paging Service | GS                 | 90                 |
| WPFH976                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFH977                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFM877                     | Private Carrier Paging Service | GS                 | 90                 |
| WPFM878                     | Private Carrier Paging Service | GS                 | 90                 |
| WPF208                      | Private Carrier Paging Service | GS                 | 90                 |
| WPF209                      | Private Carrier Paging Service | GS                 | 90                 |
| WPF270                      | Private Carrier Paging Service | GS                 | 90                 |
| WPF896                      | Private Carrier Paging Service | GS                 | 90                 |
| WPF251                      | Private Carrier Paging Service | GS                 | 90                 |
| WPF252                      | Private Carrier Paging Service | GS                 | 90                 |
| WPGD540                     | Private Carrier Paging Service | GS                 | 90                 |
| WPG991                      | Private Carrier Paging Service | GS                 | 90                 |
| WPGH935                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGH939                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGI910                     | Private Carrier Paging Service | GS                 | 90                 |
| WPGI915                     | Private Carrier Paging Service | GS                 | 90                 |
| WPG655                      | Private Carrier Paging Service | GS                 | 90                 |
| WPGV330                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHD833                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF312                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF435                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF452                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHF456                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHG438                     | Private Carrier Paging Service | GS                 | 90                 |



**FCC FORM 490**  
**EXHIBIT 1**  
**PAGE 2 OF 2**

| <i><b>CALL<br/>SIGN</b></i> | <i><b>RADIO SERVICE</b></i>    | <i><b>CODE</b></i> | <i><b>PART</b></i> |
|-----------------------------|--------------------------------|--------------------|--------------------|
| WPHG729                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHG730                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHG871                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHI418                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHI480                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHI481                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHN329                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHT208                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHY390                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHY830                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHY831                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHY894                     | Private Carrier Paging Service | GS                 | 90                 |
| WPHZ639                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIC883                     | Private Carrier Paging Service | GS                 | 90                 |
| WPID279                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIF438                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIF439                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIG637                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIH633                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIR465                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIR940                     | Private Carrier Paging Service | GS                 | 90                 |
| WPIT734                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ853                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ855                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJJ856                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJS487                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJS492                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJS493                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJU498                     | Private Carrier Paging Service | GS                 | 90                 |
| WPJU500                     | Private Carrier Paging Service | GS                 | 90                 |

FCC 490

## FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB  
3060-0319  
Est. Avg. Burden Hours  
Per Response: 3 Hrs.FCC Use Only  
(File Number)Application for Assignment of Authorization  
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services  
Rural Radiotelephone Service

FCC Use Only

## FILING FEE

| (a) Fee Type Code           | (b) Fee Multiple | (c) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FCC Use Only |
|-----------------------------|------------------|--------------------------------------|----------------------|--------------|
| See Associated FCC Form 159 |                  |                                      | \$                   |              |

## ASSIGNOR OR TRANSFEROR

|   |  |   |                        |
|---|--|---|------------------------|
| T1. Name of Assignor or Transferor<br><b>Existing Shareholders of Arch Communications Group, Inc.</b> |  | T2. Voice Telephone Number<br>(508) 870-6700  |                        |
| T3. Assumed Name Used for Doing Business (if any)   |  | T4. Fax Telephone Number<br>(508) 898-1953    |                        |
| T5. Mailing Street Address or P.O. Box<br>1800 West Park Drive, Suite 250                             |  |   |                        |
| T6. City<br>Westborough   |  | T7. State<br>MA                               | T8. Zip Code<br>01581  |
| T9. Name of Contact Representative (if other than Assignor or Transferor)<br>Kathryn Zachem, Esq.     |  | T10. Voice Telephone Number<br>(202) 783-4141 |                        |
| T11. Firm or Company Name<br>Wilkinson, Barker, Knauer & Quinn, LLP                                   |  | T12. Fax Telephone Number<br>(202) 783-5851   |                        |
| T13. Mailing Street Address or P.O. Box<br>2300 N Street, N.W., Suite 700                             |  |   |                        |
| T14. City<br>Washington   |  | T15. State<br>DC                              | T16. Zip Code<br>20037 |

## TYPE OF TRANSACTION

|   |  |  |
|---|--|--|
| T17. This application requests ( T )  | <u>Assignment of authorization</u>   | Consent to <u>T</u> ransfer of Control of Licensee |
| T18. How will assignment or transfer of control be accomplished? ( O* )   | <u>Sale or other transfer or assignment of stock</u><br>* See Section 11.C | <u>Other</u>                                       |
| T19. This assignment of authorization or transfer of control of licensee is ( V )   | <u>Voluntary</u>   | <u>Involuntary</u>                                 |
| T20. Will this be a <u>pro forma</u> assignment or transfer of control? ( N )   | <u>Yes</u>   | <u>No</u>  |
| T21. Is local or state authorization required for this assignment or transfer of control? ( ** ) <u>Yes</u> <u>No</u><br>** Applicant will obtain all requisite state/local approvals |  |  |

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED**

[illegible]

## ASSIGNMENT OF STOCK

| Stock                         | Number of Shares      | Classification        |
|-------------------------------|-----------------------|-----------------------|
| Shares to be transferred      | T27. See Section II.C | T28. See Section II.C |
| Shares issued and outstanding | T29. See Section II.C | T30. See Section II.C |
| Shares authorized             | T31. See Section II.C | T32. See Section II.C |

## ASSIGNEE OR TRANSFEREE

|   |  |   |                        |
|---|--|---|------------------------|
| T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D<br>New Shareholders of Arch Communications Group, Inc. |  | T34. Voice Telephone Number<br>(508) 898-0962 |                        |
| T35. Assumed Name Used for Doing Business (if any)<br>1800 West Park Drive, Suite 250   |  | T36. Fax Telephone Number<br>(508) 898-1953   |                        |
| T37. Mailing Street Address or P.O. Box   |  |   |                        |
| T38. City<br>Westborough  |  | T39. State<br>MA                              | T40. Zip Code<br>01581 |

## NEW LICENSEE INFORMATION

|  |  |   |                        |
|--|--|---|------------------------|
| T41. Legal Name of Licensee<br>Arch Southeast Communications, Inc.         |  | T42. Voice Telephone Number<br>(508) 870-6700 |                        |
| T43. Assumed Name Used for Doing Business (if any)                         |  | T44. Fax Telephone Number<br>(508) 870-2760   |                        |
| T45. Mailing Street Address or P.O. Box<br>1800 West Park Drive, Suite 250 |  |   |                        |
| T46. City<br>Westborough   |  | T47. State<br>MA                              | T48. Zip Code<br>01581 |
| T49. Taxpayer Identification Number<br>62-1298311                          |  | T50. Internet or e-mail address               |                        |

## ALIEN OWNERSHIP

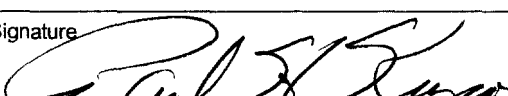
|   |       |            |           |
|---|-------|------------|-----------|
| T51. Is the assignee or transferee a foreign government or the representative of any foreign government?  | ( N ) | <u>Yes</u> | <u>No</u> |
| T52. Is the assignee or transferee an alien or the representative of an alien?  | ( N ) | <u>Yes</u> | <u>No</u> |
| T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?  | ( N ) | <u>Yes</u> | <u>No</u> |
| T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?   | ( N ) | <u>Yes</u> | <u>No</u> |
| T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?<br>• If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control. | ( N ) | <u>Yes</u> | <u>No</u> |

## BASIC QUALIFICATIONS

|  |       |            |           |
|--|-------|------------|-----------|
| T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?  | ( N ) | <u>Yes</u> | <u>No</u> |
| See Section II.B   |       |            |           |
| T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?   | ( N ) | <u>Yes</u> | <u>No</u> |
| T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | ( N ) | <u>Yes</u> | <u>No</u> |
| T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?   | ( N ) | <u>Yes</u> | <u>No</u> |

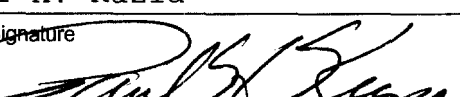
## ASSIGNOR OR TRANSFEROR CERTIFICATION

The **ASSIGNOR** or **TRANSFEROR** represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

|  |  |
|--|--|
| T60. Typed Name of Person Signing<br>Paul H. Kuzia   | T61. Title<br>Executive Vice President,<br>Technology and Regulatory Affairs |
| T62. Signature<br> | T63. Date<br>AUG 26 1998   |

## ASSIGNEE OR TRANSFeree CERTIFICATION

The **ASSIGNEE** or **TRANSFeree** waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

|   |  |  |  |
|---|--|--|--|
| T64. The assignee or transferee is a (an)    ( C )    Individual <u>Unincorporated Association</u> Partnership <u>Corporation</u> |  |  |  |
| T65. Typed Name of Person Signing<br>Paul H. Kuzia  | T66. Title<br>Executive Vice President,<br>Technology and Regulatory Affairs |  |  |
| T67. Signature<br>                             | T68. Date<br>AUG 26 1998   |  |  |

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**ARCH SOUTHEAST COMMUNICATIONS, INC.**

In response to Items T22 - T26, Arch Southeast Communications, Inc. submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Business Radio Service (IB). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

| <i>CALL<br/>SIGN</i> | <i>RADIO SERVICE</i>   | <i>CODE</i> | <i>PART</i> |
|----------------------|------------------------|-------------|-------------|
| KNNI382              | Business Radio Service | IB          | 90          |
| KNNJ539              | Business Radio Service | IB          | 90          |
| WNBE272              | Business Radio Service | IB          | 90          |
| WNCX753              | Business Radio Service | IB          | 90          |
| WNLC525              | Business Radio Service | IB          | 90          |
| WNPB942              | Business Radio Service | IB          | 90          |
| WNPF691              | Business Radio Service | IB          | 90          |
| WNUT968              | Business Radio Service | IB          | 90          |
| WNWC609              | Business Radio Service | IB          | 90          |
| WNZS980              | Business Radio Service | IB          | 90          |
| WPBB642              | Business Radio Service | IB          | 90          |
| WPBF904              | Business Radio Service | IB          | 90          |
| WPBH997              | Business Radio Service | IB          | 90          |
| WPBH998              | Business Radio Service | IB          | 90          |
| WPBK655              | Business Radio Service | IB          | 90          |
| WPBS443              | Business Radio Service | IB          | 90          |
| WPBX713              | Business Radio Service | IB          | 90          |
| WPGV203              | Business Radio Service | IB          | 90          |
| WPGW590              | Business Radio Service | IB          | 90          |
| WPIG860              | Business Radio Service | IB          | 90          |
| WPJG212              | Business Radio Service | IB          | 90          |

FCC 490

## FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB  
3060-0319  
Est. Avg. Burden Hours  
Per Response: 3 Hrs.FCC Use Only  
(File Number)Application for Assignment of Authorization  
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services  
Rural Radiotelephone Service

FCC Use Only

## FILING FEE

| (a) Fee Type Code           | (b) Fee Multiple | (c) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FCC Use Only |
|-----------------------------|------------------|--------------------------------------|----------------------|--------------|
| See Associated FCC Form 159 |                  |                                      | \$                   |              |

## ASSIGNOR OR TRANSFEROR

|   |  |   |                        |
|---|--|---|------------------------|
| T1. Name of Assignor or Transferor<br><b>Existing Shareholders of Arch Communications Group, Inc.</b> |  | T2. Voice Telephone Number<br>(508) 870-6700  |                        |
| T3. Assumed Name Used for Doing Business (if any)   |  | T4. Fax Telephone Number<br>(508) 898-1953    |                        |
| T5. Mailing Street Address or P.O. Box<br>1800 West Park Drive, Suite 250                             |  |   |                        |
| T6. City<br>Westborough   |  | T7. State<br>MA                               | T8. Zip Code<br>01581  |
| T9. Name of Contact Representative (if other than Assignor or Transferor)<br>Kathryn Zachem, Esq.     |  | T10. Voice Telephone Number<br>(202) 783-4141 |                        |
| T11. Firm or Company Name<br>Wilkinson, Barker, Knauer & Quinn, LLP                                   |  | T12. Fax Telephone Number<br>(202) 783-5851   |                        |
| T13. Mailing Street Address or P.O. Box<br>2300 N Street, N.W., Suite 700                             |  |   |                        |
| T14. City<br>Washington   |  | T15. State<br>DC                              | T16. Zip Code<br>20037 |

## TYPE OF TRANSACTION

|   |  |  |
|---|--|--|
| T17. This application requests ( T )  | <u>Assignment of authorization</u>                   | Consent to <u>T</u> ransfer of Control of Licensee |
| T18. How will assignment or transfer of control be accomplished? ( O*)                          | <u>Sale or other transfer or assignment of stock</u> | <u>Other</u>                                       |
| * See Section II.C  |  |  |
| T19. This assignment of authorization or transfer of control of licensee is ( V )               | <u>Voluntary</u>                                     | <u>Involuntary</u>                                 |
| T20. Will this be a <u>pro forma</u> assignment or transfer of control? ( N )                   | <u>Yes</u>   | <u>No</u>  |
| T21. Is local or state authorization required for this assignment or transfer of control? ( **) | <u>Yes</u>   | <u>No</u>  |
| ** Applicant will obtain all requisite state/local approvals                                    |  |  |

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED**

[illegible]



## ASSIGNMENT OF STOCK

| Stock                         | Number of Shares      | Classification        |
|-------------------------------|-----------------------|-----------------------|
| Shares to be transferred      | T27. See Section II.C | T28. See Section II.C |
| Shares issued and outstanding | T29. See Section II.C | T30. See Section II.C |
| Shares authorized             | T31. See Section II.C | T32. See Section II.C |

## ASSIGNEE OR TRANSFEREE

|   |  |   |                        |
|---|--|---|------------------------|
| T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D<br>New Shareholders of Arch Communications Group, Inc. |  | T34. Voice Telephone Number<br>(508) 898-0962 |                        |
| T35. Assumed Name Used for Doing Business (if any)<br>1800 West Park Drive, Suite 250   |  | T36. Fax Telephone Number<br>(508) 898-1953   |                        |
| T37. Mailing Street Address or P.O. Box   |  |   |                        |
| T38. City<br>Westborough  |  | T39. State<br>MA                              | T40. Zip Code<br>01581 |

## NEW LICENSEE INFORMATION

|  |  |   |                        |
|--|--|---|------------------------|
| T41. Legal Name of Licensee<br>Westlink Licensee Corporation               |  | T42. Voice Telephone Number<br>(508) 870-6700 |                        |
| T43. Assumed Name Used for Doing Business (if any)                         |  | T44. Fax Telephone Number<br>(508) 870-2760   |                        |
| T45. Mailing Street Address or P.O. Box<br>1800 West Park Drive, Suite 250 |  |   |                        |
| T46. City<br>Westborough   |  | T47. State<br>MA                              | T48. Zip Code<br>01581 |
| T49. Taxpayer Identification Number<br>33-0598814                          |  | T50. Internet or e-mail address               |                        |

## ALIEN OWNERSHIP

|   |       |            |           |
|---|-------|------------|-----------|
| T51. Is the assignee or transferee a foreign government or the representative of any foreign government?  | ( N ) | <u>Yes</u> | <u>No</u> |
| T52. Is the assignee or transferee an alien or the representative of an alien?  | ( N ) | <u>Yes</u> | <u>No</u> |
| T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?  | ( N ) | <u>Yes</u> | <u>No</u> |
| T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?   | ( N ) | <u>Yes</u> | <u>No</u> |
| T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?<br>• If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control. | ( N ) | <u>Yes</u> | <u>No</u> |